

1 Rosemary M. Rivas (SBN 209147)

rrivas@zlk.com

2 **LEVI & KORSINSKY LLP**

44 Montgomery Street, Suite 650

3 San Francisco, CA 94104

Telephone: (415) 291-2420

4 Facsimile: (415) 484-1294

5 *Attorneys for Plaintiff*

6 *[Additional Counsel on Signature Page]*

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8 **UNITED STATES DISTRICT COURT**
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

10 MICHAEL KREINDLER, Individually and On
11 Behalf of All Others Similarly Situated,

Case No. 5:17-cv-01353-EJD

12 Plaintiff,

13 v.

14 ZELTIQ AESTHETICS, INC., MARK J.
15 FOLEY, D. KEITH GROSSMAN, DAVID J.
16 ENDICOTT, MARY M. FISHER, KEVIN C.
O'BOYLE, and ANDREW SCHIFF,

17 Defendants.

CLASS ACTION

**FINAL STIPULATION AND
[PROPOSED] ORDER CONCERNING
PLAINTIFF'S COUNSEL'S FEES AND
EXPENSES**

Judge: Edward J. Davila

Courtroom: Courtroom 4 – 5th Floor

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20 WHEREAS, on February 13, 2017, Zeltiq Aesthetics, Inc. (“Zeltiq” or the “Company”) and
21 Allergan Holdco US, Inc. (“Allergan”) announced that they had entered into an Agreement and Plan
22 of Merger pursuant to which Allergan would acquire all of the outstanding shares of Zeltiq for
23 \$56.50 per share in cash through a long-form merger (the “Proposed Transaction”);

24 WHEREAS, on March 9, 2017, the Company filed a Preliminary Proxy on Schedule 14A
25 (the “Proxy”) with the SEC. Among other things, the Proxy (i) summarized the Merger Agreement,
26 (ii) provided an account of the events leading up to the execution of the Merger Agreement,
27 (iii) stated that Zeltiq’s Board of Directors determined that the Proposed Transaction was in the best

1 interests of Zeltiq's stockholders and recommended the Proposed Transaction, and (iv) summarized
 2 the valuation analyses and fairness opinion by the financial advisor to Zeltiq;

3 WHEREAS, on March 13, 2017, plaintiff Michael Kreindler ("Plaintiff Kreindler") filed a
 4 purposed class action lawsuit in the United States District Court for the Northern District of
 5 California, on behalf of himself and other public stockholders of Zeltiq, challenging the adequacy
 6 of the disclosures made in the Proxy, captioned *Kreindler v. Zeltiq Aesthetics, Inc., et al.*, Case
 7 No. 3:17-cv-1353 ("Kreindler Action");

8 WHEREAS, the complaint alleged, among other things, that Defendants Zeltiq, Mark J.
 9 Foley, D. Keith Grossman, David J. Endicott, Mary M. Fisher, Kevin C. O'Boyle, and Andrew
 10 Schiff (collectively, the "Defendants") committed disclosure violations under Sections 14(a) and
 11 20(a) of the Securities and Exchange Act of 1934 (the "Exchange Act"), and Rule 14a-9 promulgated
 12 thereunder;

13 WHEREAS, on March 29, 2017, Plaintiff Kreindler filed a Motion for Preliminary
 14 Injunction, seeking to enjoin the stockholder vote scheduled for Friday, April 27, 2017, regarding
 15 the Proposed Transaction;

16 WHEREAS, counsel for the parties engaged in arm's-length negotiations to attempt to
 17 resolve the claims raised in the Complaint;

18 WHEREAS, as a result of negotiations between the parties, defendant Zeltiq filed an
 19 amendment to its Definitive Proxy Statement on April 11, 2017, which included supplemental
 20 disclosures (the "Supplemental Disclosures") that Plaintiff Kreindler concluded rendered moot the
 21 claims raised in his Motion for Preliminary Injunction (which was subsequently withdrawn);

22 WHEREAS, on April 27, 2017, the Zeltiq stockholders met and voted to approve the
 23 Proposed Transaction;

24 WHEREAS, on May 22, 2017, Plaintiff filed a Stipulation of Dismissal, joined by
 25 Defendants, agreeing to dismiss Plaintiff's claims with prejudice, and preserving the Court's
 26 jurisdiction for a potential application for attorney's fees and expenses ("the Fee and Expense
 27 Application");

WHEREAS, on May 23, 2017, the Court entered an Order (the “Dismissal Order”) that, among other things, dismissed all of Plaintiff’s claims with prejudice as to Plaintiff only and without prejudice as to all other members of the putative class, and directed the clerk to close the case;

WHEREAS, subsequent to the entry of the Dismissal Order, the parties negotiated at arms'-length to resolve the Fee and Expense Application;

WHEREAS, on or around July 17, 2017, the parties reached agreement with respect to the Fee and Expense Application, without the need of further litigation, which fees and expenses (the “Agreed Fee”) shall be paid within fourteen (14) days of the later of the entry of this [Proposed] Order Closing the Action and a similar order closing the action entitled *Parshall v. Zeltiq Aesthetics, Inc.* Case No 1:17-cv-00270, in the U.S. District Court for the District of Delaware;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, it is hereby stipulated and agreed, subject to approval by this Court, by these parties, through their counsel of record, as follows:

1. Defendants shall pay to Plaintiff the Agreed Fee within fourteen (14) days of the entry of this Order.

2. The Case is closed for all purposes.

Dated: July 27, 2017

Respectfully submitted,

/s/ Rosemary M. Rivas

Rosemary M. Rivas

LEVI & KORSINSKY LLP

44 Montgomery Street, Su

San Francisco, CA 9

Tel.: (415) 291-2420

Fax: (415) 484-1294

Counsel for Plaintiff Kreindler

1 Dated: July 27, 2017

/s/ Peter Adams

Peter Adams
COOLEY LLP
4401 Eastgate Mall
San Diego, CA 92121-1909
Tel.: (858) 550-6059
Fax: (858) 550-6420

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6 *Counsel for Defendants*

7 **FILER'S ATTESTATION**

8 Pursuant to Civil Local Rule 5-1 regarding signatures, I attest under penalty of perjury that
9 the concurrence in the filing of this document has been obtained from all signatories.

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11 /s/ Rosemary M. Rivas
12 Rosemary M. Rivas

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[PROPOSED] ORDER

Based on the parties' stipulation and the good cause described therein, the Court GRANTS the stipulation as follows:

1. Defendants shall pay to Plaintiff the Agreed Fee within fourteen (14) days of the entry of this Order.

2. The Case is closed for all purposes.

IT IS SO ORDERED.

Dated: _____

Honorable Edward J. Davila
United States District Court Judge